

Debtor.

Case No. 09-16333 (BRL)

Debtor.

Case No. 09-16334 (BRL)

Debtor.

Case No. 09-16335 (BRL)

Debtor.

Case No. 09-16336 (BRL)

-----X	
In re:	: Chapter 11
BENTLEYVILLE COMMUNICATIONS CORPORATION,	: Case No. 09-16337 (BRL)
Debtor.	:
	:
	:
	:
	:
-----X	
In re:	: Chapter 11
BERKSHIRE CABLE CORP.,	: Case No. 09-16338 (BRL)
Debtor.	:
	:
	:
	:
-----X	
In re:	: Chapter 11
BERKSHIRE CELLULAR, INC.,	: Case No. 09-16339 (BRL)
Debtor.	:
	:
	:
	:
-----X	
In re:	: Chapter 11
BERKSHIRE NET, INC.,	: Case No. 09-16340 (BRL)
Debtor.	:
	:
	:
	:
-----X	
In re:	: Chapter 11
BERKSHIRE TELEPHONE CORPORATION,	: Case No. 09-16341 (BRL)
Debtor.	:
	:
	:
	:
-----X	

-----X	
In re:	: Chapter 11
BIG SANDY TELECOM, INC.,	: Case No. 09-16342 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
BLUESTEM TELEPHONE COMPANY,	: Case No. 09-16343 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
CHAUTAUQUA & ERIE COMMUNICATIONS, INC.,	: Case No. 09-16424 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
CHAUTAUQUA AND ERIE TELEPHONE CORPORATION,	: Case No. 09-16375 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
CHINA TELEPHONE COMPANY,	: Case No. 09-16376 (BRL)
Debtor.	:
-----X	

-----X	
In re:	: Chapter 11
CHOUTEAU TELEPHONE COMPANY,	: Case No. 09-09-16374 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
COLUMBINE TELECOM COMPANY,	: Case No. 09-16344 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
COMERCO, INC.,	: Case No. 09-16345 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
COMMTEL COMMUNICATIONS INC.,	: Case No. 09-16346 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
COMMUNITY SERVICE TELEPHONE CO.,	: Case No. 09-16347 (BRL)
Debtor.	:
	:
-----X	

-----X	
In re:	: Chapter 11
C-R COMMUNICATIONS, INC.,	: Case No. 09-16387 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
C-R LONG DISTANCE, INC.,	: Case No. 09-16386 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
C-R TELEPHONE COMPANY,	: Case No. 09-16384 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
EL PASO LONG DISTANCE COMPANY,	: Case No. 09-16348 (BRL)
Debtor.	:
	:
-----X	
In re:	: Chapter 11
ELLENSBURG TELEPHONE COMPANY,	: Case No. 09-16382 (BRL)
Debtor.	:
	:
-----X	

-----X	
In re:	: Chapter 11
ELLTEL LONG DISTANCE CORP.,	: Case No. 09-16381 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
ENHANCED COMMUNICATIONS OF	: Case No. 09-16349 (BRL)
NORTHERN NEW ENGLAND INC.,	:
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
EXOP OF MISSOURI, INC.,	: Case No. 09-16350 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
FAIRPOINT BROADBAND, INC.,	: Case No. 09-16351 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
FAIRPOINT CARRIER SERVICES, INC.,	: Case No. 09-16352 (BRL)
Debtor.	:
	:
	:
-----X	

-----X	
In re:	:
	:
FAIRPOINT COMMUNICATIONS	:
MISSOURI, INC.,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FAIRPOINT COMMUNICATIONS	:
SOLUTIONS CORP. – NEW YORK,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FAIRPOINT COMMUNICATIONS	:
SOLUTIONS CORP. – VIRGINIA,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FAIRPOINT LOGISTICS, INC.,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FAIRPOINT VERMONT, INC.,	:
	:
Debtor.	:
	:
	:
-----X	

-----X	
In re:	:
	:
FREMONT BROADBAND, LLC,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FREMONT TELCOM CO.,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
FRETEL COMMUNICATIONS, LLC,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
GERMANTOWN LONG	:
DISTANCE COMPANY,	:
	:
Debtor.	:
	:
	:
-----X	
In re:	:
	:
GIT-CELL, INC.,	:
	:
Debtor.	:
	:
	:
-----X	

-----X	
In re:	: Chapter 11
GITCO SALES, INC.,	: Case No. 09-16377 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
GTC COMMUNICATIONS, INC.,	: Case No. 09-16360 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
GTC FINANCE CORPORATION,	: Case No. 09-16367 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
GTC, INC.,	: Case No. 09-16368 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
MAINE TELEPHONE COMPANY,	: Case No. 09-16388 (BRL)
Debtor.	:
-----X	

-----X	
In re:	: Chapter 11
MARIANNA AND SCENERY HILL	: Case No. 09-16391 (BRL)
TELEPHONE COMPANY,	:
Debtor.	:
-----X	
In re:	: Chapter 11
MARIANNA TEL, INC.,	: Case No. 09-16392 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
MJD SERVICES CORP.,	: Case No. 09-16366 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
MJD VENTURES, INC.,	: Case No. 09-16402 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
NORTHERN NEW ENGLAND TELEPHONE	: Case No. 09-16365 (BRL)
OPERATIONS LLC,	:
Debtor.	:
-----X	

-----	X	
	:	
In re:	:	Chapter 11
	:	
NORTHLAND TELEPHONE COMPANY	:	Case No. 09-16404 (BRL)
OF MAINE, INC.,	:	
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
ODIN TELEPHONE EXCHANGE, INC.,	:	Case No. 09-16364 (BRL)
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
ORWELL COMMUNICATIONS, INC.,	:	Case No. 09-16411 (BRL)
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
PEOPLES MUTUAL LONG DISTANCE	:	Case No. 09-16369 (BRL)
COMPANY,	:	
	:	
Debtor.	:	
-----	X	
	:	
In re:	:	Chapter 11
	:	
PEOPLES MUTUAL SERVICES COMPANY,	:	Case No. 09-16370 (BRL)
	:	
Debtor.	:	
-----	:	
	X	

-----X	
In re:	: Chapter 11
PEOPLES MUTUAL TELEPHONE	: Case No. 09-16371 (BRL)
COMPANY,	:
Debtor.	:
-----X	
In re:	: Chapter 11
QUALITY ONE TECHNOLOGIES, INC.,	: Case No. 09-16406 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
RAVENSWOOD COMMUNICATIONS, INC.,	: Case No. 09-16372 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
SIDNEY TELEPHONE COMPANY,	: Case No. 09-16399 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
ST COMPUTER RESOURCES, INC.,	: Case No. 09-16398 (BRL)
Debtor.	:
-----X	

-----X	
In re:	: Chapter 11
ST ENTERPRISES, LTD.,	: Case No. 09-16397 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
ST LONG DISTANCE, INC.,	: Case No. 09-16395 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
ST. JOE COMMUNICATIONS, INC.,	: Case No. 09-16423 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
STANDISH TELEPHONE COMPANY,	: Case No. 09-16394 (BRL)
Debtor.	:
	:
	:
-----X	
In re:	: Chapter 11
SUNFLOWER TELEPHONE COMPANY, INC.,	: Case No. 09-16389 (BRL)
Debtor.	:
	:
	:
-----X	

-----X	
In re:	: Chapter 11
TACONIC TECHNOLOGY CORP.,	: Case No. 09-16407 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
TACONIC TELCOM CORP.,	: Case No. 09-16408 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
TACONIC TELEPHONE CORP.,	: Case No. 09-16409 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
TELEPHONE OPERATING COMPANY OF	: Case No. 09-16410 (BRL)
VERMONT LLC,	:
Debtor.	:
-----X	
In re:	: Chapter 11
TELEPHONE SERVICE COMPANY,	: Case No. 09-16401 (BRL)
Debtor.	:
-----X	

-----X	
In re:	: Chapter 11
THE COLUMBUS GROVE TELEPHONE	: Case No. 09-16412 (BRL)
COMPANY,	:
Debtor.	:
-----X	
In re:	: Chapter 11
THE EL PASO TELEPHONE COMPANY,	: Case No. 09-16363 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
THE GERMANTOWN INDEPENDENT	: Case No. 09-16413 (BRL)
TELEPHONE COMPANY,	:
Debtor.	:
-----X	
In re:	: Chapter 11
THE ORWELL TELEPHONE COMPANY,	: Case No. 09-16405 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
UI COMMUNICATIONS, INC.,	: Case No. 09-16414 (BRL)
Debtor.	:
-----X	

-----X	
In re:	: Chapter 11
UI LONG DISTANCE, INC,	: Case No. 09-16415 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
UI TELECOM, INC.,	: Case No. 09-16416 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
UNITE COMMUNICATIONS SYSTEMS, INC.,	: Case No. 09-16362 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
UTILITIES, INC.,	: Case No. 09-16400 (BRL)
Debtor.	:
-----X	
In re:	: Chapter 11
YATES CITY TELEPHONE COMPANY,	: Case No. 09-16373 (BRL)
Debtor.	:
-----X	

-----X	:	
	:	Chapter 11
In re:	:	
	:	Case No. 09-16361 (BRL)
YCOM NETWORKS, INC.,	:	
	:	
Debtor.	:	
-----X	:	

**ORDER DIRECTING JOINT ADMINISTRATION OF RELATED
CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 1015(b)**

Upon the motion (the “Motion”)¹ dated October 26, 2009 of FairPoint Communications, Inc. (“FairPoint Communications”) and its affiliated debtors, as debtors in possession (collectively, “FairPoint”), for the entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) directing joint administration of FairPoint’s chapter 11 cases for procedural purposes only, as more fully described in the Motion; and upon consideration of the First Day Declaration; and it appearing that the relief requested is in the best interests of FairPoint’s estates, its creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is GRANTED as provided herein.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 09-16335.

3. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	: Chapter 11
	:
FAIRPOINT COMMUNICATIONS, INC., et al.,	: Case No. 09-16335 (____)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of FairPoint Communications, Inc.; BE Mobile Communications, Incorporated; Bentleyville Communications Corporation; Berkshire Cable Corp.; Berkshire Cellular, Inc.; Berkshire Net, Inc.; Berkshire New York Access, Inc.; Berkshire Telephone Corporation; Big Sandy Telecom, Inc.; Bluestem Telephone Company; C & E Communications, Ltd.; Chautauqua & Erie Communications, Inc.; Chautauqua and Erie Telephone Corporation; China Telephone Company; Chouteau Telephone Company; Columbine Telecom Company; Comerco, Inc.; Commtel Communications Inc.; Community Service Telephone Co.; C-R Communications, Inc.; C-R Long Distance, Inc.; C-R Telephone Company; El Paso Long Distance Company; Ellensburg Telephone Company; Elltel Long Distance Corp.; Enhanced Communications of Northern New England Inc.; ExOp of Missouri, Inc.; FairPoint Broadband, Inc.; FairPoint Carrier Services, Inc.; FairPoint Communications Missouri, Inc.; FairPoint Communications Solutions Corp. – New York; FairPoint Communications Solutions Corp. – Virginia; FairPoint Logistics, Inc.; FairPoint Vermont, Inc.; Fremont Broadband, LLC; Fremont Telcom Co.; Fretel Communications, LLC; Germantown Long Distance Company; GIT-CELL, Inc.; GITCO Sales, Inc.; GTC Communications, Inc.; GTC Finance Corporation; GTC, Inc.; Maine Telephone Company; Marianna and Scenery Hill Telephone Company; Marianna Tel, Inc.; MJD Services Corp.; MJD Ventures, Inc.; Northern New England Telephone Operations

LLC; Northland Telephone Company of Maine, Inc.; Odin Telephone Exchange, Inc.; Orwell Communications, Inc.; Peoples Mutual Long Distance Company; Peoples Mutual Services Company; Peoples Mutual Telephone Company; Quality One Technologies, Inc.; Ravenswood Communications, Inc.; Sidney Telephone Company; ST Computer Resources, Inc.; ST Enterprises, Ltd.; ST Long Distance, Inc.; St. Joe Communications, Inc.; Standish Telephone Company; Sunflower Telephone Company, Inc.; Taconic Technology Corp.; Taconic TelCom Corp.; Taconic Telephone Corp.; Telephone Operating Company of Vermont LLC; Telephone Service Company; The Columbus Grove Telephone Company; The El Paso Telephone Company; The Germantown Independent Telephone Company; The Orwell Telephone Company; UI Communications, Inc.; UI Long Distance, Inc.; UI Telecom, Inc.; Unite Communications Systems, Inc.; Utilities, Inc.; Yates City Telephone Company; YCOM Networks, Inc. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, **Case No. 09-16335**.

4. One consolidated docket, one file and one consolidated service list shall be maintained by FairPoint and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York.

5. Notice of the Motion as provided herein shall be deemed good and sufficient.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of FairPoint's chapter 11 cases.

7. FairPoint is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. FairPoint shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis; *provided, however*, that disbursements will be listed on a debtor-by-debtor basis.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Date: October 27, 2009
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE